

**Proposed Order**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re: § Chapter 11  
§  
FIELDWOOD ENERGY III LLC, *et al.*, § Case No. 20-33948 (MI)  
§  
§ (Jointly Administered)  
Post-Effective Date Debtors.<sup>1</sup> §

ORDER SUSTAINING PLAN ADMINISTRATOR'S SIXTH OMNIBUS OBJECTION  
TO CLAIMS PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY CODE AND  
RULE 3007 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE  
SEEKING TO DISALLOW CERTAIN CLAIMS

(SATISFIED CLAIMS)

[Related Docket No. \_\_\_\_]

Upon the *Plan Administrator's Sixth Omnibus Objection to Claims Pursuant to Section 502(b) of the Bankruptcy Code and Rule 3007 of the Federal Rules of Bankruptcy Procedure Seeking to Disallow Certain Claims (Satisfied Claims)* (the "Objection")<sup>2</sup> of the administrator of the chapter 11 plan (the "Plan Administrator") of the above-captioned reorganized debtors (collectively, the "Debtors," as applicable, and after the effective date of their plan of

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<sup>1</sup> The Post-Effective Date Debtors, along with the last four digits of each Post-Effective Date Debtor's federal tax identification number, as applicable, are: Fieldwood Energy III LLC (6778); Fieldwood Energy Offshore LLC (4494), Fieldwood Energy Inc. (4991), GOM Shelf LLC (8107), and FW GOM Pipeline, Inc. (8440). Fieldwood Energy III LLC, Fieldwood Energy Offshore LLC, and Fieldwood Energy Inc. are managed and operated by the Plan Administrator, whose primary mailing address is 16255 Ventura Blvd., Suite 440, Encino, CA, 91436, C/O of Province LLC. GOM Shelf LLC and FW GOM Pipeline, Inc. (collectively, the "Post-Effective Date FWE I Subsidiaries") are managed and operated by Jon Graham, as sole manager of each Post-Effective Date FWE I Subsidiary. The Debtors in the other nine pending chapter 11 cases (which continue to be jointly administered with the cases of the Post-Effective Date Debtors), each of which have either been dissolved or merged into other entities as of the Effective Date, consist of the following: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422).

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Objection.

reorganization, the “Reorganized Debtors”), seeking entry of an order (this “Order”) disallowing the Satisfied Claims identified on **Schedule 1** attached hereto, it is **HEREBY ORDERED THAT**:

1. Pursuant to Section 502(b) of the Bankruptcy Code and Bankruptcy Rule 3007, each Satisfied Claim identified as a “Claim To Be Disallowed” on **Schedule 1** to this Order is disallowed in its entirety.

2. The Debtors’ Claims Agent is authorized and directed to update the claims register maintained in these chapter 11 cases to reflect the relief granted in this Order.

3. Each claim and the objections by the Plan Administrator to each claim identified in **Schedule 1** constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order will be deemed a separate order with respect to each Satisfied Claim.

4. Except as otherwise provided in this Order, nothing in this Order shall be deemed: (a) an admission as to the validity of any prepetition claim against a Debtor entity or such Debtor entity’s estate; (b) a waiver of any party’s right to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Objection or any order granting the relief requested by this Objection; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Plan Administrator’s rights under the Bankruptcy Code or any other applicable law.

5. The terms and conditions of this Order will be immediately effective and enforceable upon its entry.

6. The Plan Administrator, the Claims Agent, and the Clerk of the Court are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Objection.

7. This Court shall retain exclusive jurisdiction to resolve any dispute arising from or related to this Order.

Dated: \_\_\_\_\_, 2021

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MARVIN ISGUR  
UNITED STATES BANKRUPTCY JUDGE

**Schedule 1**

Fieldwood Energy LLC and its affiliated Debtors  
Case No. 20-33948

CreditorName	Address	Claim #(s)	Debtor Entity	Asserted Secured	Asserted Admin	Asserted Priority	Asserted Unsecured	Asserted Total	Date Paid	Agreement Date
Aggreko, LLC	4607 W. Admiral Doyle Drive New Iberia, LA, 70560	414	Fieldwood Energy LLC	\$644,637.96	\$0.00	\$0.00	\$0.00	\$644,637.96	6/10/2021	5/26/2021
Allocation Specialists, LLC	Attn: Karin Calland 12810 Willow Centre Dr. Ste A Houston, TX 77066	66, 123	66: Fieldwood Energy LLC 123: Fieldwood Energy LLC	66: \$0.00 123: \$0.00	66: \$0.00 123: \$0.00	66: \$5,077.29 123: \$75,496.24	66: \$0.00 123: \$0.00	66: \$5,077.29 123: \$75,496.24	11/12/2020	8/6/2020
American Eagle Logistics, LLC	1247 Petroleum Pkwy Broussard, LA, 70518	363	Fieldwood Energy LLC	\$0.00	\$76,787.48	\$0.00	\$1,069,854.72	\$1,146,642.20	2/25/2021	2/15/2021
American Recovery, LLC	16201 E. Main Cutoff, LA, 70345	217	Fieldwood Energy LLC	\$0.00	\$0.00	\$0.00	\$2,126.00	\$2,126.00	10/15/2020	10/2/2020
Athena Consulting, Inc.	19731 Stone Lake Dr. Tomball, TX, 77377	227	Fieldwood Energy LLC	\$0.00	\$0.00	\$0.00	\$11,665.75	\$11,665.75	11/5/2020	11/2/2020
Burner Fire Control, INC	PO Box 53482 Lafayette, LA, 70505	161	Fieldwood Energy LLC	\$0.00	\$0.00	\$0.00	\$426,036.00	\$426,036.00	12/17, 12/23, and 12/30/20	12/9/2020
Clariant Corporation	2750 Technology Forest Blvd. The Woodlands, TX, 77381	385	Fieldwood Energy LLC	\$0.00	\$864,115.20	\$0.00	\$1,058,937.56	\$1,923,052.76	5/6/2021	4/30/2021
Dauphin Island Gathering Partners	2107 CityWest Boulevard, Suite 600 Houston, TX, 77042	299	Fieldwood Energy LLC	\$0.00	\$0.00	\$0.00	\$9,515.76	\$9,515.76	1/21/2021	1/6/2021
DLS, L.L.C.	701 Robley Dr. Ste 104 Lafayette, LA, 70503	42	Fieldwood Energy LLC	\$0.00	\$0.00	\$0.00	\$32,596.60	\$32,596.60	3/11/2021	3/2/2021
Durham's Inspection Services, Inc.	168 Hilltop Dr. Opelousas, LA, 70570	25	Fieldwood Energy LLC	\$0.00	\$0.00	\$161,003.10	\$0.00	\$161,003.10	2/4/2021	2/1/2021
Element Materials Technology Lafayette LLC	662 Cromwell Ave. St. Paul, MN, 55114	232	Fieldwood Energy LLC	\$0.00	\$0.00	\$0.00	\$36,775.00	\$36,775.00	1/14/2021	1/11/2021
Enginuity Global, LLC	11606 Southfork Ave. Suite 300B Baton Rouge, LA 70816	50	Fieldwood Energy LLC	\$0.00	\$0.00	\$0.00	\$569,727.24	\$569,727.24	9/24, 10/1, and 10/8/20	9/17/2020
Forefront Emergency Management, LP	1730 Coteau Road Houma, Louisiana, 70364	116	Fieldwood Energy LLC	\$0.00	\$0.00	\$0.00	\$62,389.91	\$62,389.91	10/8/2020	9/30/2020
Gravcap, Inc.	12810 Willow Centre Dr. Ste. A Houston, TX, 77066	138	Fieldwood Energy LLC	\$0.00	\$23,774.63	\$23,774.63	\$0.00	\$47,549.26	11/5/2020	8/6/2020
Halliburton Energy Services, Inc	4607 Highway 90E Broussard, LA, 70518	905-920	905: Fieldwood Energy Offshore LLC 906: Dynamic Offshore Resources NS, LLC 907: Fieldwood Onshore LLC 908: Fieldwood SD Offshore LLC 909: FW GOM Pipeline, Inc. 910: Fieldwood Offshore LLC 911: Fieldwood Energy Inc. 912: Galveston Bay Processing LLC 913: Fieldwood Energy SP LLC 914: GOM Shelf LLC 916: Fieldwood Energy LLC 917: Bandon Oil and Gas, LP 918: Bandon Oil and Gas GP, LLC 920: Galveston Bay Pipeline LLC	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	12/30/2020	12/28/2020
ISIMS LLC	900 TOWN AND COUNTRY LANE SUITE 303 HOUSTON, TX 77024	117	Fieldwood Energy LLC	\$0.00	\$0.00	\$0.00	\$153,279.00	\$153,279.00	5/20/2021	5/10/2021
ITT C'Treat	309 Briar Rock Rd The Woodlands, TX, 77380	190	Fieldwood Energy LLC	\$0.00	\$0.00	\$0.00	\$32,064.93	\$32,064.93	10/22/2020	10/6/2020
John C. Healy, Jr. Consulting, LLC	PO Box 270539 Houston, TX, 77277	7, 9, 657	7: Fieldwood Energy LLC 9: Fieldwood Energy LLC 657: Fieldwood Energy LLC	7: \$0.00 9: \$0.00 657: \$108,346.89	7: \$0.00 9: \$0.00 657: \$0.00	7: \$0.00 9: \$0.00 657: \$0.00	7: \$108,346.89 9: \$107,612.56 657: \$0.00	7: \$108,346.89 9: \$107,612.56 657: \$108,346.89	12/10/2020	12/4/2020
Kenan Aviation LLC	15804 Cheneau Rd. Kaplan, LA, 70548	194	Fieldwood Energy LLC	\$0.00	\$0.00	\$0.00	\$2,203.25	\$2,203.25	11/12/2020	11/5/2020
M&R Management, LLC	154 Eastpark Drive Eunice, LA, 70535	47	Fieldwood Energy LLC	\$0.00	\$0.00	\$0.00	\$3,200.00	\$3,200.00	12/10/2020	12/2/2020
Martin Holdings, LLC	16201 East Main Cutoff, LA, 70345	870	Fieldwood Energy LLC	\$0.00	\$158.10	\$0.00	\$0.00	\$158.10	10/15/2020	10/9/2020
Nord-Sud Shipping, Inc	1940 Jefferson Highway Lutcher, LA, 70071	245	Fieldwood Energy LLC	\$0.00	\$0.00	\$0.00	\$5,010.20	\$5,010.20	1/21/2021	1/12/2021
Offshore Energy Services, LLC	PO Box 53508 Lafayette, LA, 70505	170	Fieldwood Energy LLC	\$0.00	\$0.00	\$0.00	\$2,223,226.54	\$2,223,226.54	11/19/2020	11/2/2020
OFFSHORE EQUIPMENT SOLUTIONS	37015 Brownsville Rd. Shidell, LA, 70460	5	Fieldwood Energy LLC	\$0.00	\$0.00	\$0.00	\$27,274.85	\$27,274.85	9/24/2020	9/21/2020
Oil States Energy Services, LLC	333 Clay Street, Suite 4620 Houston, Texas 77003	783	Fieldwood Energy LLC	\$636,784.46	\$0.00	\$0.00	\$0.00	\$636,784.46	5/13/2021	5/10/2021
Petro Amigos Supply Incorporated	777 N. Eldridge Pkwy, Suite 400 Houston, TX, 77079	784	Fieldwood Energy LLC	\$494,725.02	\$0.00	\$0.00	\$0.00	\$494,725.02	1/21/2021	12/29/2020
Petrophysical Solutions, Inc.	1500 CityWest Boulevard #420 Houston, TX, 77042	465	Fieldwood Energy LLC	\$0.00	\$0.00	\$0.00	\$866,000.00	\$866,000.00	12/3/20, 12/10/20, and monthly thereafter	11/30/2020
Prime Tank, L.L.C.	221 Oakleaf Dr. Lafayette, LA, 70503	408	Fieldwood Energy LLC	\$0.00	\$0.00	\$0.00	\$2,326,080.24	\$2,326,080.24	6/10/2021	5/10/2021
PROCESS PIPING MATERIALS, INC.	1177 Petroleum Pkwy Broussard, LA, 70518	187	Fieldwood Energy LLC	\$46,741.65	\$0.00	\$0.00	\$0.00	\$46,741.65	12/10/2020	12/8/2020
Proserv Operations LLC	15151 Sommermeyer St. Houston TX, 77041	317, 457	317: Fieldwood Energy LLC 457: Fieldwood Energy LLC	317: \$0.00 457: \$0.00	317: \$0.00 457: \$0.00	317: \$0.00 457: \$0.00	317: \$24,287.60 457: \$306,299.77	317: \$24,287.60 457: \$306,299.77	3/18/2021	2/8/2021
RLC, LLC	430 N. Eola Rd. Broussard, LA, 70518	155	Fieldwood Energy LLC	\$0.00	\$0.00	\$0.00	\$66,641.07	\$66,641.07	3/5/2021	3/2/2021

CreditorName	Address	Claim #(s)	Debtor Entity	Asserted Secured	Asserted Admin	Asserted Priority	Asserted Unsecured	Asserted Total	Date Paid	Agreement Date
Shell GOM Pipeline Company LLC	Shell Oil Company Attn: Bankruptcy & Credit 150 N. Dairy Ashford Rd., Building F Houston, TX 77079	479, 482	479: Fieldwood Energy LLC 482: Fieldwood Energy Offshore LLC	\$0.00	\$0.00	\$0.00	\$5,912.52	\$5,912.52	4/15/2021	8/6/2020
Sontheimer Offshore/Catering Co.	5450 West Main Street Houma, LA, 70360 (P.O. Drawer 4319 Houma, LA, 70361-4319)	202, 204	202: Fieldwood Energy LLC 204: Fieldwood Energy LLC	202: \$0.00 204: \$0.00	202: \$61,651.8 204: \$61,651.8	202: \$0.00 204: \$0.00	202: \$353,343.73 204: \$292,978.13	202: \$414,995.53 204: \$354,629.93	12/10/2020	12/3/2020
Texas Lehigh Cement Company LP	1000 Jack C Hays Trail Buda, TX, 78610	218	Fieldwood Energy LLC	\$0.00	\$0.00	\$0.00	\$9,870.00	\$9,870.00	11/12/2020	10/30/2020
Total Production Supply, LLC	P.O. Box 915 Broussard, LA 70518	140, 195	140: Fieldwood Energy LLC 195: Fieldwood Energy LLC	140: \$0.00 195: \$0.00	140: \$0.00 195: \$75,547.27	140: \$0.00 195: \$0.00	140: \$184,989.87 195: \$109,442.60	140: \$184,989.87 195: \$184,989.87	10/29/2020	10/20/2020
Viking Fabricators LLC	1132 North Barn Road Breux Bridge, LA, 70517	174	Fieldwood Energy LLC	\$0.00	\$75,382.00	\$0.00	\$0.00	\$75,382.00	9/17, 9/24, 10/1, and 10/8/20	9/14/2020
WHITCO SUPPLY, LLC, 200 N. Morgan Avenue Broussard, LA 70518-3904	200 North Morgan Ave. Broussard, LA, 70518	65	Fieldwood Energy LLC	\$0.00	\$0.00	\$0.00	\$672,007.80	\$672,007.80	10/8/2020	10/1/2020